

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF HARISH TEXTILE ENGINEERS LIMITED (“THE COMPANY” OR “HTEL”) WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 10:30 A.M. INDIAN STANDARD TIME (“IST”) AT THE REGISTERED OFFICE OF THE COMPANY AT 2ND FLOOR, 19 PARSI PANCHAYAT ROAD, ANDHERI (EAST), MUMBAI-400069, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:-

1. ADOPTION OF FINANCIAL STATEMENTS:

To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. RE-APPOINTMENT OF DIRECTOR LIABLE TO RETIRE BY ROTATION:

To appoint a director in place of Mr. Hitendra Chimanlal Desai (DIN: 00452481), who retires from the office of director by rotation at this meeting, and being eligible offers himself for re-appointment as a Director of the Company and in this regard, to pass the following resolution(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Hitendra Chimanlal Desai (DIN: 00452481), who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS AND TO FIX THEIR REMUNERATION:

To Re-appoint M/s. K M Swadia & Company, Chartered Accountants as Statutory Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company to be held for the financial year 2028-2029 on such remuneration as may be mutually agreed by an between the Board of Directors of the Company and the Auditor of the Company; and in this regard, to consider and if thought fit, to pass the following resolution(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provision of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the

Audit Committee and the Board of Directors of the Company, M/s. K M Swadia & Company, Chartered Accountants having Firm Registration No. 110740W be and is hereby re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting of the Company, to be held for the financial year 2028-2029, at such remuneration as may be decided by the Board of Directors of the Company (or any committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

SPECIAL BUSINESS:-

4. TO CONSIDER THE RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2023-2024 AND 2024-2025:

To consider the ratification of remuneration payable to the Cost Auditor for the financial year 2023-2024 and 2024-2025 and in this regard, if thought fit, to pass with or without modification(s), the following resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable charges and taxes/levies and reimbursement of out-of-pocket expenses payable to M/s. Y S Thakar & Associates, Cost Accountants, (Firm Registration No.: 000318), who have been appointed by the Board of Directors on the recommendation of the Audit Committee at its meeting held on 09th November, 2023 for the financial year 2023-2024 and on 30th May, 2024 for financial year 2024-2025, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time for the financial year ending 31st March, 2024 and 31st March, 2025.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION FOR THE FINANCIAL YEAR 2024-2025:

To approve Material Related Party Transactions for the Financial Year 2024-2025 and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, and other applicable provisions, if any, of the Companies Act,

2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other Regulations, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to the Board, for entering into any contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together with previous transactions during the financial year), with the following Parties for an amount not exceeding the limits as detailed below, at arm's length basis and in the ordinary course of business of the Company as set out under the Explanatory Statement annexed;

Sr. No.	Name of the Related Party	Nature of Relationship	Maximum Transaction Value (Amount in Lakhs)	Nature of Transaction
1	Harish Enterprise Private Limited	Company with common Directors	12.00	Rent Expenses
2	Every's Healthcare Private Limited	Company with common Directors	7.00	Interest Income
3	Sandeep Gandhi	Managing Director	180.00	Remuneration
4	Hitendra Desai	Whole time Director	30.00	Remuneration
5	Shaila Gandhi	Relative of Managing Director	30.00	Professional Fees
6	Shovan Gandhi	Relative of Managing Director	24.00	Remuneration
7	Pacific Harish Industries Limited (Financial liability- Reliance Loan)	Company with common Directors	200.00	Repayment of Loan
8	Nfinia Industries Private Limited	Inter-corporate Loans	300.00	Loan
9	Loan to KMP and Employees	KMPs and Employees	100.00	Loan

Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction or such other limits prescribed by the Regulatory authorities.

RESOLVED FURTHER THAT the approval of the shareholders of the company be and is hereby accorded in Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, on the basis of approval of audit committee , board is authorized to enter into related

transactions in category of other development activities and exigencies subject to value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction during the financial year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements and other documents, file applications, make representations and seek approval from relevant authorities, if required and deal with any matters necessary as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed by the members of the Company in all respects.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to determine the actual sums to be involved in the particular transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to finalize and execute all agreements, deeds, documents and writings as required for particular transactions and to do all acts, deeds and things in this connection and incidental thereto as the Board of Directors in its absolute discretion may deem fit.”

6. TO APPROVE APPOINTMENT OF MRS. BHAVNA BRAHMBHATT (DIN:10736860) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS:

To consider appointment of Mrs. Bhavna Brahmbhatt (DIN: 10736860), as an Independent Director of the Company for a period of five years and if thought fit, to pass with or without modification(s), the following Resolution(s) as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), (Listing Regulations), pursuant to the provisions of Articles of Association of the Company, and in accordance with the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded for appointment of Mrs. Bhavna Brahmbhatt (DIN: 10736860), who was appointed as an Additional Director (Independent) of the Company in terms of Section 161 of the Act by the Board of Directors with effect from 04th September, 2024 and who holds office upto the date of this Annual General Meeting (AGM) and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, Rules made thereunder and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing

his candidature for the office of a Director, as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years commencing from 04th September, 2024 upto 03rd September, 2029 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

7. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider increase in Authorised Capital of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 including any amendment thereto or re-enactment thereof and in accordance with the provisions of the Articles of Association of the Company and subject to receipt of such other approval(s), consent(s), permission(s) and sanction(s), if any, as may be required from concerned statutory authorities and as approved by the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee of the Board of Directors), approval of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) shares of Rs. 10/- each to Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Sandeep Gandhi, Managing Director (DIN: 00941665) or Mr. Hitendra Desai, Whole-Time Director (DIN: 00452481) as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting."

8. ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION ON ACCOUNT OF INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

To consider alteration of capital clause of the Memorandum of Association on account of increase in Authorised Share Capital of the Company and if thought fit, to pass with or without modification(s), the following Resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any, read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to receipt of such other approval(s), consent(s) and permission(s) as may be required from concerned statutory authorities and as approved by the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which expression shall include any Committee of the Board of Directors), consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the existing Clause V with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 25,00,00,000 /- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each”

RESOLVED FURTHER THAT pursuant to provisions of Section 15 of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment made thereto or re-enactment thereof), the above alteration in the articles be and is hereby noted in each copy of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT Mr. Sandeep Gandhi, Managing Director (DIN: 00941665) or Mr. Hitendra Desai, Whole-Time Director (DIN: 00452481) as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting.”

9. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY PURSUANT TO THE COMPANIES ACT, 2013:

To consider adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and if thought fit, to pass with or without modification(s), the following Resolution(s) as a **Special Resolution**:

“RESOLVED THAT in supersession of earlier resolutions passed by the Company, if any, pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, and read with the Companies (Incorporation) Rules, 2014 and other rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to necessary approval(s) if any, from the competent authorities, consent of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association (AOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

10. ADOPTION OF POLICY ON GRANT OF LOANS & ADVANCES TO EMPLOYEES INCLUDING KEY MANAGERIAL PERSONNEL (KMPS):

To consider adoption of policy on grant of loans and advances to employees including KMPs and if thought fit, to pass with or without modification(s), the following Resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013, read with corresponding rule made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (the “SEBI Listing Regulations”), and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “Insider Trading Regulations”), read with other applicable regulations of the Securities and Exchange Board of India and in accordance with the Articles of Association of the Company and based on the recommendation of the Audit Committee, Nomination and Remuneration Committee and Board of Directors and subject to such other approvals as may be necessary, approval of the members be and is hereby accorded for adoption of Policy on Grant of Loans & Advances to Employees including KMPs.

RESOLVED FURTHER THAT the Audit Committee and Nomination and Remuneration Committee be and are hereby authorised to oversee the policy framework to promote diversity on Company's Board and to whom the directors and employee shall report in case of any concern.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to upload the relevant policies on the website of the Company as required under applicable law and to communicate about them among the Directors and employees of the Company in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Sandeep Kirtikumar Gandhi (DIN:00941665), Managing Director and Mr. Hitendra Chimanlal Desai (DIN:00452481), Whole-Time Director of the Company, on behalf of the Board, be and are hereby severally authorized to formalize this plans and policies on behalf of the Company and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including to make any filings, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, to settle any question, difficulty or doubt and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and give effect to such modifications, terminations, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done-prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

**By Order of the Board of Directors
For Harish Textile Engineers Limited**

**Hitendra Desai
Whole-time Director
DIN No.: 00452481**

Date: 04th September, 2024

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East), Mumbai-400069

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 10 of the Notice, is annexed hereto. The relevant details as required under Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re- appointment as Director is also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE OFFICE OF THE REGISTRAR AND SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
3. M/s. K M Swadia & Company, Chartered Accountants (Firm Registration No. 110740W) had been appointed as the Statutory Auditors of the Company for a term of five years commencing from the financial year 2019-2020 to 2023-2024 and to hold office from the conclusion of the 9th Annual General Meeting and until the conclusion of the 14th Annual General Meeting to be held in the year 2024. The present Statutory Auditors of the Company who have completed a period of 5 years are eligible for re-appointment as Statutory Auditors for a further term of 5 years from the financial year 2024-2025 onwards. The Company has also received a certificate from the Statutory Auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be re-appointed as the Statutory Auditors of the Company. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the re-appointment of M/s. K M Swadia & Company, Chartered Accountants (Firm Registration No. 110740W), as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of 19th Annual General Meeting which ought to be held in the year 2029.
4. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Saturday, Sunday and holidays) between 11:00 a.m. and 4:00 p.m. up to the date of the Annual General Meeting.
5. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01st April, 2019, except in case of request received for transmission or transposition and re lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated 02nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares

that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.

6. Members / Proxies should bring the enclosed attendance slip duly filled in, mentioning details of their DP ID and Client ID/Folio No. for attending the meeting, along with the Annual Report.
7. The proxy holder shall provide his identity proof at the time of attending the meeting. The proxies shall be available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
8. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative(s) to attend and vote in their behalf at the Meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, the 24th day of September, 2024 to Monday, the 30th day of September, 2024. (both days inclusive) for the purpose of 14th AGM of the Company.
10. The Members holding shares in physical form may obtain nomination form from the Company's Registrar & Share transfer agent- Bigshare Services Pvt. Ltd. (BSPL) and are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or BSPL for assistance in this regard.
11. Members desirous of getting any information in respect of the content of the annual report are requested to forward the queries to the Company at least 10 days prior to the Annual General Meeting so that the required information can be made available at the Company.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or BSPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, the Members are requested to provide their e-mail id to the Company or Registrar and Share Transfer Agent in order to facilitate easy and faster dispatch of Notices of the general meetings and other communication by electronic mode from time to time.
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in

electronic form and to the Company's Registrars and Transfer Agents, BSPL in case the shares are held by them in physical form.

16. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
17. The Equity Shares of the Company are mandated for trading in the compulsory demat mode. The ISIN Number allotted for the Company's shares is INE01K301012.
18. Annual Listing fees for the year 2023-2024 has been paid to all stock exchange wherein shares of the Company are listed.
19. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
20. The Notice of the AGM along with the Annual Report 2023-2024 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Members may note that this Notice and the Annual Report 2023-2024 will also be available on the Company's website viz. **www.harishtextile.com**.
21. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
22. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, Aadhar card or driving license to enter the AGM hall.
23. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
24. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
25. A Route Map showing directions to reach the venue of 14th Annual General Meeting is annexed in the last page.

26. Voting through electronic means:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL.
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper'.
- V. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@nsdl.com**. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- VI. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2024.
- VII. The details of the process and manner for remote e-voting are explained herein below:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 27th September, 2024 at 09:00 A.M. and ends on Sunday, 29th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23rd September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23rd September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="488 543 1533 1052">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<li data-bbox="488 1079 1533 1514">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<li data-bbox="488 1541 1533 1650">3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;">  App Store  Google Play </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dnvoraandassociates@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-48867000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@harishtextile.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@harishtextile.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

C. Other Instructions:

1. The remote e-voting period commences on Friday, 27th September, 2024 (9:00 am IST) and ends on Sunday, 29th September, 2024 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 23rd September, 2024, may cast their vote by remote e-voting. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
2. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com.
4. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting@nsdl.com or contact NSDL at 022-48867000
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2024.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
7. Ms. Dipali Vora, Practicing Company Secretary (ACS No. 46989, COP No. 21254) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner and she has consented to act as a scrutinizer.
8. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
11. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.harishtextile.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 14th AGM of the Company on 30th September, 2024 and communicated to the BSE Limited, where the shares of the Company are listed.
12. Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Bigshare Services Pvt. Ltd. at info@bigshareonline.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.</p> <p>Following additional details need to be provided in case of updating Bank Account Details:</p> <ol style="list-style-type: none"> a) Name and Branch of the Bank in which you wish to receive the dividend, b) the Bank Account type, c) Bank Account Number allotted by their banks after implementation of Core Banking Solutions d) 9 digit MICR Code Number, and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque bearing the name of the first shareholder.
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Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.
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**By Order of the Board of Directors
For Harish Textile Engineers Limited**

**Hitendra Desai
Whole-time Director
DIN No.: 00452481**

Date: 04th September, 2024

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East), Mumbai-400069

EXPLANATORY STATEMENTS

AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO BUSINESS MENTIONED UNDER ITEM NOS. 3 TO 10 OF THE ACCOMPANYING NOTICE.

Explanatory Statement in terms of Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

ITEM NO. 3

In compliance with the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. K M Swadia & Company, Chartered Accountants (Firm Registration No. 110740W) had been appointed as the Statutory Auditors of the Company for a term of five years commencing from the financial year 2019-2020 to 2023-2024 and to hold office from the conclusion of the 9th Annual General Meeting and until the conclusion of the Annual General Meeting to be held in the year 2024. The present Statutory Auditors of the Company who have completed a period of 5 years are eligible for re-appointment as Statutory Auditors for a further term of 5 years from the financial year 2024-2025 onwards.

The Company has also received a certificate from the Statutory Auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be re-appointed as the Statutory Auditors of the Company.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company have recommended the re-appointment of M/s. K M Swadia & Company, Chartered Accountants (Firm Registration No. 110740W), as Statutory Auditors of the Company for a period of 5 consecutive years from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting which ought to be held in the year 2029.

The Board of Directors propose to pay a fee of Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per annum and re-imbursalment of applicable taxes, and actual out of pocket and travelling expenses and such other cost incurred, as may be mutually agreed between the Board of Directors of the Company and the Auditors. The quantum of the annual increase will be decided by the Board of Directors. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee & the Board of Directors of the Company.

M/s. K M Swadia & Company, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. K M Swadia & Company, Chartered Accountants while considering their re-appointment:

- Capability to serve a diverse and complex business landscape.

- Client base of the firm and availability of well trained and experienced professionals in the industry.
- Availability of expertise in Accounting procedures/ processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity, ethics and independence.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an Ordinary Resolution.

Additional information about the Statutory Auditors pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided below:-

Sr. No.	Particular	Details
1	Terms of Appointment	Five years from the conclusion of the 14 th Annual General Meeting till the conclusion of the 19 th Annual General Meeting.
2	Proposed audit fee payable to auditors	Rs. 7,50,000/- (Rupees Seven Lakh Fifty Thousand only) per annum and re-imburement of applicable taxes, and actual out of pocket and travelling expenses and such other cost incurred, as may be mutually agreed between the Board of Directors of the Company and the Auditors.
3	Material change in fee payable	There is no material change in the fee payable to the Statutory Auditors.
4	Basis of recommendation and Auditor credentials	<p>The Audit Committee and the Board of Directors based on the credentials of the firm and partners and eligibility criteria prescribed under the Companies Act, 2013, recommends the Re-appointment of M/s. K M Swadia & Company as statutory auditors of the Company.</p> <p>Profile:- M/s. K M Swadia & Company (FRN 110740W), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. M/s. K M Swadia & Company, Chartered Accountants, Vadodara, Gujarat is a dynamic accounting firm founded in 1975, offering a wide range of services including audit, taxation, and compliance consulting. With office in Vadodara, the firm's team of experienced professionals provides expert advice to individuals, businesses, and organizations.</p> <p>M/s. K M Swadia & Company has a valid peer review certificate issued by the ICAI.</p>

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 3 of the Notice.

ITEM NO. 4

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. Y S Thakar & Associates, Cost Accountants (Registration No. 000318), as Cost Auditor of the Company at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per annum plus applicable charges, taxes/levies and out of pocket expenses incurred by them in connection with the audit of the cost records of the Company for the financial year ending 31st March, 2024 and 31st March, 2025.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the Members of the Company.

Pursuant to Section 148 of the Companies Act, 2013, approval of the members is required for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2024 and 31st March, 2025 by means of an Ordinary Resolution.

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 4 of the Notice.

ITEM NO. 5

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules') and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 ('LODR Regulations') was amended vide notification dated November 9, 2021, inter alia, enhancing the scope of related party, related party transactions (RPTs) and the materiality threshold for seeking shareholder approval with effect from April 1, 2023, i.e. If transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. The Material Related Party Transactions requires approval of the Shareholders by passing an Ordinary Resolution and in respect of voting on such resolution(s), all the related parties shall abstain from voting, irrespective of whether the entity or person is a party to the particular transaction or not, pursuant to Regulation 23(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As the value of transaction(s) may exceed the materiality threshold limit, as provided under the SEBI (LODR) Regulations, 2015, your approval is being sought for the Related Party Transactions as set out in the resolution for the financial year 2024-2025.

Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction or such other limits prescribed by the Regulatory authorities. Accordingly, the members are requested to give their approval for entering transaction as other development activities and exigencies during the financial year 2024-25 within the specified limit.

The audit committee has given a recommendation for ratification and approval for the above stated related party transactions entered or to be entered during the financial year 2024-25.

Pursuant to applicable provisions of the Companies Act, 2013, approval of the members is required for approval of Material Related Party Transaction for the financial year 2024-2025 by means of an Ordinary Resolution.

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 5 of the Notice for the approval of the Shareholders.

Apart from the above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in Item No. 5 of this notice.

ITEM NO. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Bhavna Brahmhatt (DIN: 10736860), as Additional Independent Director of the Company under Section 161 of the Companies Act, 2013 ("the Act") read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Articles of Association of the Company with effect from 04th September, 2024.

The Company has received opinion under section 149 (6) (a) of the Companies Act, 2013 that she is a person of integrity and possesses relevant expertise and experience. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, in terms of Listing Regulations, effective from 1st January, 2022, a listed entity shall ensure that approval of Shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As per the provisions of Section 149 of the Companies Act, 2013 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and is not liable to retire by rotation.

The Company has received a Notice under Section 160 of the Companies Act, 2013 from a Member in writing proposing the candidature of Mrs. Bhavna Brahmbhatt (DIN: 10736860) for appointment as an Independent Director of the Company. Mrs. Bhavna Brahmbhatt (DIN: 10736860) has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149 (6) of the Act and Regulation 16(1) (b) of the Listing Regulations.

In compliance with the provisions of Section 149 read with Schedule IV of Act, the appointment of Mrs. Bhavna Brahmbhatt (DIN: 10736860) as an Independent Director is now being placed before the Members for their approval.

In terms of Regulation 17(1C) of the Listing Regulations and other applicable provisions, the appointment of Mrs. Bhavna Brahmbhatt (DIN: 10736860) as Independent Director is being placed for the approval of the shareholders within the stipulated time frame. Brief Profile of Mrs. Bhavna Brahmbhatt is given below:

Name	Mrs. Bhavna Brahmbhatt
Director Identification Number	10736860
Age	53
Qualification	Bachelor of Arts
Experience	More than 5 years
Nature of expertise in specific functional areas	Mrs. Brahmbhatt is seasoned professional in the textile industries. Her extensive background includes a deep understanding of market dynamics, supply chain management, and sustainable practices within the textile sector.
Brief resume of the Director	Mrs. Brahmbhatt is a seasoned professional and has more than 5 years of experience in the textile sector. She is recognized for her strong analytical skills, her ability to drive growth through innovative solutions, and her commitment to ethical leadership.
Date of first appointment	04 th September, 2024
Terms and conditions of appointment	As per the Internal Policy of the Company
Remuneration last drawn	Not Applicable
Remuneration proposed to be given	The Independent Director shall be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.
Number of Board meetings of the Company attended during the year	Not Applicable
Listed entities in which the person holds the directorship and the membership of Committees of the board	Nil

along with listed entities from which the person has resigned in the past three years	
Directorships held in other Companies/Branches	Nil
Memberships/Chairmanships of committees of other Companies	Nil
Number of shares held in the Company	Nil
Relationship with other Directors and Key Managerial Personnel or their respective relatives	No inter-se relationship with any other Director or KMP of the Company

By considering the above facts, the Board recommends the Special Resolution set out in Item No. 6 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company (except Mrs. Bhavna Brahmhatt the extent of her appointment as Independent Director) and/or their respective relatives are concerned or interested, financially or otherwise, in the Special Resolution set out as Item No. 6 of the Notice.

ITEM NO. 7 & 8

The present Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only). In order to Increase the business opportunities and for further future expansion plans and Augmentation of working capital, it is therefore considered necessary to increase the Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000/- (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up to Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000/- (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each fully paid up each ranking pari-passu in all respect with the existing Equity Shares of the Company.

The Board of Directors in its meeting held on 04th September, 2024 has approved the proposal to increase the Authorized Share Capital of the Company and consequent amendments to the Memorandum of the Company subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The existing clause V of the Memorandum of Association shall be substituted with the following:

The Authorised Share Capital after increase will be as under:

V. "The Authorized Share Capital of the Company is Rs. 25,00,00,000 /- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each."

The Memorandum of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the

Annual General Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

Accordingly, pursuant to provisions of Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, the consent of the Members is sought for passing of:

(a) Ordinary Resolution for Increase in Authorised Share Capital of the Company as mentioned at Item No. 7 and

(b) Special Resolution for carrying out alteration to Clause V of the Memorandum of Association of the Company as mentioned at Item No. 8.

None of the Directors and/or Key Managerial Persons of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 & 8 of the Notice, except to the extent of their shareholding in the Company if any.

ITEM NO. 9

The Articles of Association (“AOA”) of the Company as presently in force are based on the Companies Act, 2013 and several regulations in the existing AOA are required to be added as well as altered in conformity with the Companies Act, 2013.

Further several regulations / articles of the existing AOA of the Company require alteration or deletion or addition pursuant to the applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The Articles of Association of the Company is available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the Annual General Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

Pursuant to provisions of Section 14 of the Companies Act, 2013, approval of the members is required for adoption of amended and restated Articles of Association of the Company means of a Special Resolution.

By considering the above facts, the Board recommends the Special Resolution set out in Item No. 9 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Special Resolution set out as Item No. 9 of the Notice.

ITEM NO. 10

The Company considers it appropriate to implement a policy governing the grant of loans and advances to employees, including Key Managerial Personnel (KMPs) and for that the Company has formulated the said Policy to ensure compliance with the applicable laws, rules, and regulations, and to establish a clear procedural framework for such transactions.

The Audit Committee and Nomination and Remuneration Committee are authorised to oversee the policy framework to promote diversity on Company's Board and to whom the directors/KMPs and employees shall report in case of any concern.

Copy of the draft Policy on Grant of Loans & Advances to Employees including KMPs would be available for inspection by the members at the Registered Office of the Company during business hours on any working day up to the date of the Annual General Meeting and will be kept open at the place of the meeting during the continuation of the meeting.

Pursuant to applicable provisions of the act, rules and regulations, approval of the members is required for adoption of policy on grant of loans & advances to employees including KMPs by means of a Special Resolution.

By considering the above facts, the Board recommends the Special Resolution set out in Item No. 10 of the Notice for the approval of the Shareholders.

None of the Directors of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Special Resolution set out as Item No. 10 of the Notice.

**By Order of the Board of Directors
For Harish Textile Engineers Limited**

**Hitendra Desai
Whole-time Director
DIN No.: 00452481**

Date: 04th September, 2024

Place: Mumbai

Registered Office

2nd Floor, 19 Parsi Panchayat Road,
Andheri (East), Mumbai-400069